GOVERNANCE COMMITTEE MEETING MINUTES
December 21, 2022 at 12pm

Board Members in Attendance
Dave Linger
Rob Sollenne

Others in Attendance
Tracy Verrier, Executive Director, MRB Group

Agenda Items

Call to Order: Dave Linger called the meeting to order at 12:07pm with a quorum present.

Review of Organizational Policies / Documents:
Tracy Verrier noted that the Governance Committee Charter is new, but the other two documents (Bylaws and Mission & Goals) have not changed since the last time they were reviewed. She noted that the board may want to consider undertaking a bylaws update in 2023.

Dave Linger asked if there should be something added to any of these documents about the LDC's responsibilities related to the Revolving Loan Fund (RLF) and what the LDC expects to see from the RLF committee in terms of the reporting. Tracy suggested adding general language to the Charter stating that the Governance Committee is responsible for oversight related to the RLF, and then creating some kind of MOA or MOU between the LDC and RLF outlining the specific relationship and responsibilities. Dave and Rob were agreeable to this approach, and agreed to adding "C. The Committee shall be responsible for review and oversight of the Corporation's responsibilities in relation to the Revolving Loan Fund Committee and program" under the Committee Duties and Responsibilities section of the Charter. Tracy agreed to create a first draft of an MOU.

- Motion to recommend adoption of the Organizational Policies / Documents with discussed amendments to the Governance Committee Charter by Rob Sollenne, second by Dave Linger. Motion passed unanimously.

Review of Governance Policies:
Tracy made note of all of the governance policies, stating that most are based on state templates. She called attention to the Conflict of Interest Policy and Whistleblower Policy as the only two with proposed updates since the last review. She explained that the current Conflict of Interest policy is simply the state guidance, and included a proposed update in the packet that aligns with the policy used by various other economic development groups in the county. It includes a form that allows members to disclose any potential conflicts annually. Rob and Dave agreed that this would be a logical update. Tracy explained that the Whistleblower policy included some updates regarding who to report concerns to, and also included the NYS hotline for reporting.

- Motion to recommend adoption of the Governance Policies with discussed amendments to the Conflict of Interest and Whistleblower policies by Rob Sollenne, second by Dave Linger. Motion passed unanimously.

The meeting adjourned by acclamation at 12:23pm.

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